

F99000004045

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

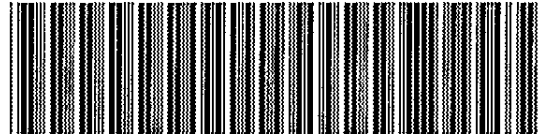
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Withdrawn

FILED
03 JAN -9 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1/9/03



ACCOUNT NO. : 072100000032

REFERENCE : 880744 4301893

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 35.00

ORDER DATE : January 6, 2003

ORDER TIME : 9:55 AM

ORDER NO. : 880744-015

CUSTOMER NO: 4301893

CUSTOMER: Ms. Barbie Patterson
Thelen Reid & Priest LLP
875 Third Avenue

New York, NY 10022

FOREIGN FILINGS

NAME: ACTS TESTING LABS, INC.

XX CORPORATE
 LIMITED PARTNERSHIP
 LIMITED LIABILITY COMPANY

XXXX WITHDRAWAL/CANCELLATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF STATUS

CONTACT PERSON: Darlene Ward - EXT# 1135

EXAMINER: _____

APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA

ACTS TESTING LABS, INC.

(Name of Corporation)

NEW YORK

(Incorporated Under Laws Of)

FILED
03 JAN -9 PM 1:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address for the corporation:

100 NORTHPOINTE PARKWAY

(Mailing Address)

BUFFALO, NY 14228-1884

(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

Burt K. Haines

SECRETARY

Signature of the chairman or vice chairman of the board,
president, or any officer, or if the corporation is in the hands of a
receiver, trustee, or other court-appointed fiduciary, by that fiduciary.

Title

BURTON K. HAIMES

Typed or printed name

12/23/02

Date

Examiner

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF ~~CONSOLIDATION~~ *MERGER
(General Laws, Chapter 156B, Section 79)

~~XXXXXX~~ *merger of

(S) Bureau Veritas Consumer Products
Services, Inc., a Massachusetts corp.;

and

(M) ACTS Testing Labs, Inc.,
a New York corporation.

(S) the constituent corporations, into
Bureau Veritas Consumer Products
Services, Inc.

~~XXXXXX~~ / *one of the constituent corporations organized under the laws of: Massachusetts

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

1. An agreement of ~~XXXXXX~~ / *merger has been duly adopted in compliance with the requirements of General Laws, Chapter 156B, Section 79, and will be kept as provided by Subsection (c) thereof. The ~~XXXXXX~~ / *surviving corporation will furnish a copy of said agreement to any of its stockholders, or to any person who was a stockholder of any constituent corporation, upon written request and without charge.

2. The effective date of the ~~XXXXXX~~ / *merger determined pursuant to the agreement of ~~XXXXXX~~ / *merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing:

The close of business on December 31, 2002

3. (For a merger)

The following amendments to the Articles of Organization of the *surviving* corporation have been effected pursuant to the agreement of merger: **ARTICLE III: The type and classes of stock and the total number of shares and par value, if any, of each type and class of stock which the corporation is authorized to issue is as follows:

Common stock - 200,000 shares without par value

(For a consolidation)

(a) The purpose of the *resulting* corporation is to engage in the following business activities:

C ☐
P ☐
M ☐
R.A. ☐

*Delete the inapplicable words.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet as long as each article requiring each addition is clearly indicated.

P.C.

(For a consolidation)

(b) State the total number of shares and the par value, if any, of each class of stock which the *resulting* corporation is authorized to issue:

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

** (c) If more than one class of stock is authorized, state a distinguishing designation for each class and provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of each class and of each series then established.

** (d) The restrictions, if any, on the transfer of stock contained in the agreement of consolidation are:

** (e) Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

Item 4 below may be deleted if the resulting /surviving corporation is organized under the laws of a state other than Massachusetts.

4. The information contained in Item 4 is *not* a permanent part of the Articles of Organization of the *resulting / *surviving corporation.

(a) The street address of the ~~XEROX~~ / *surviving corporation in Massachusetts is: (post office boxes are not acceptable)

244 Liberty Street, Brockton, MA 02301

** If there are no provisions state "None".

(b) The name, residential address and post office address of each director and officer of the ~~resulting~~ / *surviving corporation is:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	Byiung Jun Park, 745 Mountain St., Sharon, MA	02067	(same)
EVP:	Kevin O'Brien, 74 Albion Road, Wellesley, MA	02481	(same)
Treasurer:	Francois Tardan, 12, rue Cortambert, 75016 Paris, FRANCE		(same)
Clerk:	Burton K. Haines, 17 Chester Drive, Rye, NY	10580	(same)

Directors:

Frank Pledelievre (Chairman), 1 Ter rue de l'ancienne Mairie	92100 Boulogne, FRANCE	(same)
Francois Tardan, 12, rue Cortambert, 75016 Paris, FRANCE		(same)
Kevin O'Brien, 74 Albion Road, Wellesley, MA	02481	(same)
Byiung Jun Park, 745 Mountain St., Sharon, MA	02067	(same)

(c) The fiscal year end (i.e. tax year) of the ~~resulting~~ / *surviving corporation shall end on the last day of the month of:
December

(d) The name and business address of the resident agent, if any, of the ~~resulting~~ / *surviving corporation is:

Corporation Service Company, 84 State Street, Boston, MA 02109

Item 5 below may be deleted if the resulting/surviving corporation is organized under the laws of Massachusetts.

5. The ~~resulting~~ / *surviving corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any constituent Massachusetts corporation, any prior obligation of any constituent foreign corporation qualified under General Laws, Chapter 181, and any obligations hereafter incurred by the ~~resulting~~ / *surviving corporation, including the obligation created by General Laws, Chapter 156B, Section 85, so long as any liability remains outstanding against the corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligation, including taxes, in the same manner as provided in Chapter 181.

FORMASSACHUSETTS CORPORATIONS

Bureau Veritas Consumer Products
Services, Inc.

The undersigned *President / ~~XXXXXX~~ and *Clerk / ~~XXXXXX~~ of _____, a corporation organized under the laws of Massachusetts, further state under the penalties of perjury that the agreement of ~~XXXXXX~~ / *merger has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 78.

Byiung Jun Park Byiung Jun Park, *President / ~~XXXXXX~~
Burton K. Haines Burton K. Haines, *Clerk / ~~XXXXXX~~

FOR CORPORATIONS ORGANIZED IN A STATE OTHER THAN MASSACHUSETTS

The undersigned, † President and †† Secretary of ACTS Testing Labs, Inc., a corporation organized under the laws of New York, further state under the penalties of perjury that the agreement of ~~XXXXXX~~ /

*merger has been duly adopted by such corporation in the manner required by the laws of New York.

*Delete the inapplicable words.

†Specify the officer having powers and duties corresponding to those of the president or vice president of a Massachusetts corporation organized under General Laws, Chapter 156B.

††Specify the officer having powers and duties corresponding to the clerk or assistant clerk of such a Massachusetts corporation.

† Kevin O'Brien
Kevin O'Brien, President
†† Burton K. Haines
Burton K. Haines, Secretary

821349

090 55902

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF *CONSOLIDATION / *MERGER

(General Laws, Chapter 156B, Section 79)

I hereby approve the within Articles of *Consolidation / *Merger and,
the filing fee in the amount of \$ 250 , having been paid,
said articles are deemed to have been filed with me this 26
day of December , 20 02

RECEIVED
CORPORATION DIVISION
02 DEC 26 PM 3:52

Effective date

12/31/2002

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION

Photocopy of document to be sent to:

CSC

84 State Street

Boston, MA 02109

Telephone:

FILING RECEIPT

ENTITY NAME: BUREAU VERITAS CONSUMER PRODUCTS SERVICES, INC.

DOCUMENT TYPE: MERGER (FOR. BUSINESS)
PROCESS

COUNTY: ERIE

SERVICE COMPANY: CORPORATION SERVICE COMPANY

SERVICE CODE: 45

CONSTITUENT NAME: ACTS TESTING LABS, INC.

FILED:12/26/2002 DURATION:***** CASH#:021226000276 FILM #:021226000258

ADDRESS FOR PROCESS

EFFECT DATE

C/O THELEN REID & PRIEST LLP
ATTN: BURTON K. HAIMES, ESQ.
NEW YORK, NY 10022

875 THIRD AVE

12/31/2002

REGISTERED AGENT



FILER	FEES	120.00	PAYMENTS	120.00
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THELEN REID & PRIEST LLP	FILING	60.00	CASH	0.00
875 THIRD AVE	TAX	0.00	CHECK	0.00
NEW YORK, NY 10022	CERT	0.00	CHARGE	0.00
	COPIES	10.00	DRAWDOWN	120.00
	HANDLING	50.00	BILLED	0.00
			REFUND	0.00
			-----	-----

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on **DECEMBER 26, 2002**



A handwritten signature in black ink, appearing to read "R. M. Adams", written over a horizontal line.

Secretary of State

F 021226000 258

CERTIFICATE OF MERGER

OF

ACTS TESTING LABS, INC.
(a New York corporation)

CSC 45

AND

BUREAU VERITAS CONSUMER PRODUCTS SERVICES, INC.
(a Massachusetts corporation)

INTO

BUREAU VERITAS CONSUMER PRODUCTS SERVICES, INC.
(a Massachusetts corporation)

Under Section 907 of the Business Corporation Law

It is hereby certified, on behalf of each of the constituent corporations herein named,
as follows:

FIRST: The Board of Directors of each of the constituent corporations has duly adopted an Agreement and Plan of Merger setting forth the terms and conditions of the merger of said corporations.

SECOND: The name of the foreign constituent corporation, which is to be the surviving corporation and which is hereinafter sometimes referred to as the "surviving constituent corporation," is **Bureau Veritas Consumer Products Services, Inc.** The name under which such corporation was formed is **Merchandise Testing Laboratories, Inc.** The jurisdiction of its incorporation is Massachusetts, and the date of its incorporation therein is June 25, 1990. The date upon which its application for authority to do business in New York was filed by the Department of State is December 16, 2002.

THIRD: The name of the constituent domestic corporation which is being merged into the surviving constituent corporation, and which is sometimes referred to herein as the "merged constituent corporation," the "constituent domestic corporation," or the "merged constituent domestic corporation," is **ACTS Testing Labs, Inc.** The date upon which its certificate of incorporation was filed by the Department of State is September 23, 1975.

FOURTH: As to each constituent corporation, the Agreement and Plan of Merger sets forth the designation and number of outstanding shares of each class and series, the specification of the classes and series entitled to vote on the Agreement and Plan of Merger, and the

specification of each class and series entitled to vote as a class on the Agreement and Plan of Merger, as follows:

<u>Corporation</u>	<u>Class of Stock</u>	<u>No. of shares authorized</u>	<u>No. of shares issued and outstanding and entitled to vote</u>
ACTS Testing Labs, Inc.	Common, no par value	200	100
Bureau Veritas Consumer Products Services, Inc.	Common, no par value	200,000	20,000
	Preferred, \$100 par value/share	1,000	None

FIFTH: The merger herein certified was authorized with respect to the constituent domestic corporation by the unanimous written consent of holders of all outstanding shares of the corporation entitled to vote on the Agreement and Plan of Merger, which consent has been given in accordance with section 615 of the Business Corporation Law of the State of New York.

SIXTH: The merger herein certified is permitted by the laws of the jurisdiction of incorporation of the surviving constituent corporation and is in compliance with said laws.

SEVENTH: The surviving constituent corporation agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of the merged constituent domestic corporation, for the enforcement of any liability or obligation of the surviving constituent corporation for which the surviving constituent corporation is previously amenable to suit in the State of New York, and for the enforcement, as provided in the Business Corporation Law of the State of New York, of the right of shareholders of the merged constituent domestic corporation to receive payment for their shares against the surviving constituent corporation.

EIGHTH: The surviving constituent corporation agrees that, subject to the provisions of section 623 of the Business Corporation Law of the State of New York, it will promptly pay to the shareholders of the merged constituent domestic corporation the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law of the State of New York relating to the rights of shareholders to receive payment for their shares.

NINTH: The surviving constituent corporation hereby designates the Secretary of State of the State of New York as its agent upon whom process against it may be served in the manner set forth in paragraph (b) of section 306 of the Business Corporation Law of the State of New York in any action or special proceeding. The post office address within the State of New York to which the said Secretary of State shall mail a copy of any process against the surviving constituent corporation served upon him is: c/o Thelen Reid & Priest LLP, 875 Third Avenue, New York, NY 10022, Attn: Burton K. Haimen, Esq.

TENTH: The constituent domestic corporation hereby certifies that all fees and taxes (including penalties and interest) administered by the Department of Taxation and Finance of the State of New York which are now due and payable by such constituent domestic corporation have been paid and a cessation franchise tax report (estimated or final) through the anticipated date

of merger has been filed by such constituent domestic corporation. The said report, if estimated, is subject to amendment. The surviving foreign corporation agrees that it will within thirty days after the filing of the certificate of merger file the cessation tax report, if an estimated report was previously filed, and promptly pay to the Department of Taxation and Finance of the State of New York all fees and taxes (including penalties and interest), if any, due to the said Department of Taxation and Finance by such constituent domestic corporation.

ELEVENTH: The effective date and time of the merger herein certified, insofar as the provisions of the Business Corporation Law of the State of New York govern such effective date, shall be the close of business on December 31, 2002.

Signed on December 16, 2002.

ACTS TESTING LABS, INC., a New York corporation

By: 
Kevin O'Brien, President

BUREAU VERITAS CONSUMER PRODUCTS SERVICES, INC., a Massachusetts corporation

By: 
Byung Jun Park, President

F 021226000258

CERTIFICATE OF MERGER

OF

ACTS TESTING LABS, INC.

INTO

BUREAU VERITAS CONSUMER PRODUCTS SERVICES, INC.

Section 907 of the Business Corporation Law

FILED

2002 DEC 26 PM 2:37

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hac

icc

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED DEC 28 2002

TAX \$

BY:

Eric

Filer: Thelen Reid & Priest LLP
875 Third Avenue
New York, NY 10022
Cust. Ref#871437MPJ

DRAWDOWN

Dec 26 2 16 PM '02

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